

RECORDATION NO. 7694-B Filed & Recorded
DEC 30 1974 - 9 30 AM
INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of December 23, 1974,
between ACF INDUSTRIES, INCORPORATED, a New Jersey corporation
(hereinafter called the Manufacturer) and FORT WORTH AND DENVER
RAILWAY COMPANY, a Texas corporation (hereinafter called the
Vendee).

WHEREAS, the Manufacturer and the Vendee have entered
into an Agreement (hereinafter called the Agreement) dated as
of October 29, 1974, filed and recorded with the Interstate Com-
merce Commission pursuant to Section 20c of the Interstate Com-
merce Act on November 1, 1974, recordation number 7694: and

WHEREAS, the Manufacturer and the Vendee have entered
into an Amendment Agreement dated as of December 2, 1974, amend-
ing the Agreement in certain respects, which Amendment Agreement
was filed and recorded with the Interstate Commerce Commission
pursuant to Section 20c of the Interstate Commerce Commission Act
on December 6, 1974 at 11:35 A.M., recordation umber 7694-A: and

WHEREAS, the parties hereto desire to amend the Agree-
ment, as so amended:

NOW, THEREFORE, in consideration of the mutual agree-
ments herein contained, the parties hereto agree as follows:

1. The Agreement, as so amended, is hereby amended to
extend the date specified in the third paragraph and in Section 1
from December 31, 1974 to January 31, 1975.

2. The Agreement, as so amended, except as amended by Paragraph 1 hereof, shall remain unaltered and in full force and effect.

3. The Vendee will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

ACF INDUSTRIES, INCORPORATED

By

Treasurer

Attest:

Assistant Secretary

FORT WORTH AND DENVER RAILWAY CO.

By

Vice President, Finance

Attest:

Assistant Secretary